

**Charter, Acts and Amendments
of the
Niagara Falls International Bridge Company
and
Niagara Falls Suspension Bridge Company**

1856

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CHARTER,

ACTS AND AMENDMENTS

OF THE

Niagara Falls International Bridge Co.,

AND

NIAGARA FALLS SUSPENSION BRIDGE CO.,

ALSO

ARTICLES OF ASSOCIATION.

BUFFALO:

SEAVER'S STEAM PRINTING ESTABLISHMENT,
192 Washington Street.

1856.

144672

LAWS OF THE STATE OF NEW-YORK—69TH SESSION.

A N A C T

TO INCORPORATE THE

Niagara Falls International Bridge Company.

Passed April 23, 1846, by a two-third vote.

The People of the State of New-York, represented in Senate and Assembly, do enact as follows:

§ 1. All persons who shall become stockholders pursuant corporation created. to this act, shall be and they are hereby constituted a body corporate, by the name of "The Niagara Falls International Bridge Company," with power to construct or to associate with any other persons, company or association, not having banking powers, and solely for the construction, maintaining and managing of a bridge across the Niagara river, at or near Niagara Falls, in the county of Niagara.

§ 2. The capital stock of said company shall be two hundred and fifty thousand dollars, which shall be divided into shares of one hundred dollars each, and shall be deemed personal property.

§ 3. The stock, property, affairs and concerns of said company or corporation shall be managed by seven directors, who shall be stockholders in said corporation, and shall be

annually chosen after the first election, on the first Monday in July in each year, at such place at or near Niagara Falls, as a majority of the directors shall appoint, of which due notice shall be given as hereinafter directed. The directors shall, at their first meeting after such election, appoint one of their number to be president, and shall, also choose a secretary, and a treasurer, to be required before entering upon the duties of his office, to give security according to the by-laws of said corporation.

Calls on stock-holders. § 4. The directors may require from the stockholders payment of all sums of money by them subscribed, at such times and in such proportion as may be deemed proper, under the penalty of forfeiture of their respective shares, and all payments thereon, first giving thirty days previous notice of each call, in one or more newspapers printed in said county.

Subscriptions to Stock. § 5. Charles B. Stuart of Rochester, Alexis Ward of Albion, Washington Hunt of Lockport, George R. Babcock of Buffalo, and Peter B. Porter of Niagara, shall be commissioners, who shall, on the first Tuesday in May next, meet at some suitable place at or near the said Falls, such as they or a majority of them shall appoint, open books and receive subscriptions to the capital stock of said corporation. They may adjourn said meeting to Buffalo or Lockport, or to both, if they deem it expedient, where they may again open the books, after holding them through the business hours of the day on the first meeting, but no adjournment shall be for a less time than one week. Public notice of the first meeting, shall be given ten days, and of each adjournment seven days, in one or more of the newspapers printed in the county where the meeting is to be held. The books shall be held open whenever opened by one or more of the commissioners, at least, through the regular business hours of the day, so that all persons who desire it shall have a fair opportunity of becoming subscribers; and the sum of five dollars on

each share subscribed shall be paid to the said commissioners attending, at the time of making such subscription.

§ 6. The said commissioners, or a majority of them, shall assemble on the first Tuesday in June next, at their first place of meeting, and if the whole of the said capital stock shall not have been subscribed, may again open the books for further subscriptions, and if more than the whole stock shall have been subscribed, shall distribute the same, and apportion it among the subscribers in such manner as they shall deem most advantageous to the corporation : and after closing the said books, they shall give ten days' notice in a public newspaper in the county of Niagara, of a meeting of the stockholders to choose directors. The said commissioners, or such of them as shall attend, shall preside at the first election. And such election shall be made at the time and place appointed by the commissioners in their notice, by such of the stockholders as shall attend in person or by proxy at the first and all subsequent elections, and they shall be entitled to one vote on each share of stock which they shall respectively hold, and which shall have stood in their names at least fourteen days prior to the time of any election : and the said commissioners so presiding, shall, under their hands, certify the names of the directors so elected, and deliver over the subscription money and books to the said directors, and the time and place of holding the first meeting of directors shall be fixed by said commissioners : and the directors shall have power to cause such examination of ways to, and location for said bridge, as may be necessary to the selection of the most advantageous site for the same, with the necessary and proper approaches thereto. The said directors shall select, and by certificate designate the site of said bridge and approaches, and make two certificates thereof, one of which shall be filed with the clerk of the county of Niagara, and the other filed with the secretary of said corporation, which approaches and site shall ^{Additional subscriptions to stock.} ^{Election of directors.}

be considered the approaches to and site of said bridge, on which they may construct said bridge, and improve and perfect said approaches as hereinafter mentioned.

*Corporation
may purchase
and hold
real estate.*

The said corporation is hereby empowered to purchase, receive, and hold, such real estate on either side of said river, as may be necessary and convenient in accomplishing the objects for which this corporation is granted, and may, by their surveyors and engineers, enter upon such sites and locations and take possession of the same. But all such sites and locations as shall be entered upon as aforesaid, shall, except donations, be purchased of the owner or owners of the same, at a price to be mutually agreed upon. In case of disagreement of price, on the east side of the river, or any other cause which shall prevent acquisition by agreement, the said directors may present their petition to the vice chancellor of the eighth circuit or to the circuit judge of said circuit, setting forth the necessity of such lands for the site of said bridge, toll houses, gates or accommodations for the officers or agents of the said company in the execution of their duties and of the attempt and failure to purchase the same, and the residence of the owner or occupier or agent, representing the same and the reason why the purchase cannot be made ; and the said vice chancellor or judge shall direct such notice to the owner or representative of said land as he shall deem reasonable, of the time and place of hearing the parties, and upon proof of due service of said notice, and upon hearing, the said vice chancellor or judge shall appoint three competent freeholders of said county of Niagara, to appraise said lands. The said commissioners, after giving notice to the owner, occupant or agent, or in case of absence, leaving a written notice at his usual place of residence, shall appraise said lands and award to the owner or owners thereof, what they shall deem to be the full value of the same, and shall be authorized to

examine lands, administer oaths, to hear testimony, and shall make their appraisement without delay, under their hands and seals, with minute and accurate description of the lands designated, and shall report the same to the said vice chancellor or judge, who shall examine the report and hear the parties if desired, and may increase or diminish the damages if he shall be satisfied injustice has been done. Upon proof to the vice chancellor or circuit judge within twenty days after his determination, of the payment to the owner or owners, or depositing to his credit in such bank as the chancellor or circuit judge shall direct, the amount of value of such lands, and the payment of the expenses of the application and appraisal, the said chancellor or judge shall make out an order particularly describing the lands and receiving the appraisement, and the payment of the money and expenses, and the facts necessary to the compliance with this section of the act; and when the order shall be recorded in the office of the clerk of the county of Niagara, whose duty it shall be to record the same, the said corporation shall be possessed of all the lands thus ordered, and may enter upon and take possession of the same, and may perfect and improve the same as shall be deemed most useful to the said corporation.

§ 8. In case any married woman, infant or idiot, insane person, non-resident abroad or whose residence is unknown, shall be interested in such lands, the vice-chancellor or circuit judge shall appoint some competent and disinterested person to appear before such commissioners and act for and in behalf of such infant, insane person, idiot or non-resident; and the directors of the corporation shall have power to make all reasonable by-laws and rules consistent with general laws for the government of the company and its officers or agents. But this act shall not be construed to authorize said company to appropriate any portion of Goat Island without the consent of the owner or owners thereof.

provision in
case of mar-
ried women,
infants, &c.

General powers.

§ 9. The said corporation shall possess the general powers and be subject to the general restrictions and liabilities prescribed by such parts of the eighteenth chapter of the first part of the Revised Statutes as are not repealed.

Penalty for injuring bridge.

§ 10. If any person shall willfully do or cause to be done any act or acts whatever, whereby said bridge or any work or approach appertaining thereto shall be obstructed, impaired, weakened, injured or destroyed, the person so offending, shall forfeit to the said corporation treble damages sustained by means of such offence, or injury, to be recovered in the name of the corporation with costs of suit by action of debt; and shall moreover be guilty of a misdemeanor, and be punished by fine or imprisonment, or both, by any court having cognizance of the offence.

Rates of toll.

§ 11. Whenever the said bridge shall be fully completed and its safety tested, and the fact certified by one or more, of the judges of the county court of the county of Niagara, not interested, the said company may erect toll gates, fix the rates of tolls, and make such erections as the directors shall deem expedient to guard the entrances on to said bridge. But no greater tolls than the following shall be charged viz: For every foot passenger entering upon, or passing over, twenty-five cents; For every horse and single carriage fifty cents, and an addition of eighteen and three-fourth cents for every passenger actually travelling in such carriage, and all other passengers twenty-five cents each; For double carriages and two horses, one dollar, and the same rates for passengers, and twenty-five cents for each additional horse in such double carriage; For sheep passing, one and a half cents a head; For swine two cents each, and for neat cattle six cents each.

Penalty for forcing the gates.

§ 12. If any person shall force or attempt to force any of the gates without having paid the established toll, such

person shall forfeit and pay to the said corporation five times the amount of legal toll, to be recovered in manner aforesaid.

§ 13. If the said bridge shall not be constructed within ~~Time limited.~~ five years after the passing of this act, then the said corporation shall from thenceforth cease.

§ 14. The legislature may at any time, alter or repeal ^{Right to re-peal.} this act.

LAWS OF THE STATE OF NEW-YORK—76TH SESSION.

A N A C T

TO AMEND THE CHARTER OF THE

Niagara Falls International Bridge Company.

Passed July 21, 1853.

The People of the State of New-York, represented in Senate and Assembly, do enact as follows:

Directors'
power to
issue stock.

§ 1. The directors of the Niagara Falls International Bridge Company are hereby authorized and empowered to issue and distribute, in such manner as they shall determine, so much of the capital stock of said company as they shall deem necessary for the purpose of building and completing a railroad and carriage bridge across the Niagara River, at Bellevue, not exceeding the amount fixed in their act of incorporation; and for such purpose the said directors shall have the power and authority to make calls, enforce payments and forfeit the stock, the same as now contained in their act of incorporation.

Powers
of the
Company.

§ 2. The said Niagara Falls International Bridge Company shall have full power and authority by themselves or in union with the Niagara Falls Suspension Bridge Company of Canada West, to enter into any contract or agreement with any individual, railroad company or railroad companies, with reference to the terms of crossing locomotives and cars, passengers and freight over said railroad bridge, and the construction, repairs, insurance and maintenance of the same, upon such terms and conditions, and for such time or times, as may be agreed upon by and between the parties.

§ 3. This act shall take effect immediately.

A N N O D E C I M O
V I C T O R I A E R E G I N A E.

C A P . C X I I .

An Act for erecting a Suspension Bridge over the Niagara River, at or near the Falls of Niagara.

Reserved for the signification of Her Majesty's pleasure, 9th June, 1846.

The Royal Assent given by Her Majesty in Council, on the 30th October, and Proclamation made thereof by His Excellency EARL CATHCART, in the Canada Gazette of December 26, 1846.

WHEREAS Samuel De Veax, James Buchanan, Thomas Preamble. Street, C. B. Stuart, P. Whitney, W. H. Merrit, James Cummings, Oliver T. Macklim, James R. Benson, William Wright, and others, have, by petition, set forth the great facility and convenience which the construction of a Suspension Bridge over the Niagara River near the Falls would offer to the public; and have prayed that they, and such others as may be associated with them for the purposes hereinafter mentioned, may be incorporated, and certain powers granted them to enable them to construct such a bridge: Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-*

*unite the Provinces of Upper and Lower Canada, and for the Government of Canada, and it is hereby enacted by the authority of the same, That the said Samuel De Veaux, James Buchanan, Thomas Street, C. B. Stuart, P. Whitney, W. H. Merrit, James Cummings, Oliver T. Macklim, James R. Benson, William Wright, and all persons who shall become Shareholders in the undertaking hereinafter mentioned pursuant to this Act, shall be and they are hereby constituted a body corporate and politic by and under the name, style and title of *The Niagara Falls Suspension Bridge Company*, with power to unite with any other persons, company or body politic, to construct a suspension or other bridge across the Niagara River, at or near the Falls, with the necessary approaches thereto with rail, macadamized or other roads, and to connect the same with any other road now or hereafter to be made ; and the said Corporation by the name aforesaid shall and may, they and their successors, have continued succession, and be capable of contracting and being contracted with, suing and being sued, pleading and being impleaded, answering and being answered unto in all Courts and places whatsoever in all manner of actions, suits, complaints, matters and concerns whatsoever ; and they and their successors may and shall have a Common Seal, and may change and alter the same at their will and pleasure ; and also that they and their successors, under the said name of *The Niagara Falls Suspension Bridge Company*, shall be by law capable of purchasing, having and holding any real or personal estate to and for the use of the said company, and of conveying the same for the benefit of the said company : Provided always, nevertheless, that the value of the real estate so holden by the said company at any one time shall not exceed one hundred and twenty-five thousand pounds, currency.*

Company
incorporated
for the pur-
pose of build-
ing such
bridge.

Corporate
name.

Corporate
powers.

Common
Seal.

May hold
real and per-
sonal estate.

Proviso:
Amount of
such pro-
perty limited.

II. And be it enacted, That one hundred and twenty-five thousand pounds shall constitute the Capital Stock of the said company, and that the same shall be divided into shares of twenty-five pounds each.

III. And be it enacted, That the stock and affairs of the said Corporation shall be managed by seven Directors, who shall be Stockholders, annually chosen (except at the first election) on the first Monday of May in each year, at such place in the District of Niagara as a majority of the Directors shall appoint, of which due notice shall be given at least ten days before such election : each Stockholder at all elections of Directors shall be entitled, either in person or by proxy, to one vote for each share of stock held in his own name at least fourteen days previous to the time of voting : all elections shall be by ballot, and the persons having the greatest number of votes shall be Directors, and shall hold their offices for one year and until others shall be chosen in their places : the Directors shall, at their first meeting after each election appoint one of their number to be President, and shall have power to appoint a Treasurer.

Amount of capital limited.
Affairs of the Company to be managed by seven Directors.
Qualification for voting at elections.
Election by ballot.
Term of office.
President to be chosen.

IV. And be it enacted, That the Directors may require from the Stockholders payment of all sums of money by them subscribed, by instalments, not exceeding five per cent. per month, at such times and in such proportions as may be deemed proper, under the penalty of the forfeiture of their respective shares and of all previous payments thereon.

V. And be it enacted, That the said James Buchanan, Thomas Street, James Cummings and W. H. Merrit, Esquires, shall be Commissioners, who shall, on the first Monday in June next, at the Falls aforesaid, and at such other place or places as they or a majority of them shall appoint, open books to receive subscriptions to the Capital

Commissioners appointed to open books for subscriptions.

Giving thirty days' notice.

Sum to be paid on subscribing.

First meeting for distributing the stock among the subscribers.

Notices to be given by the Commissioners of the first meeting for the election of Directors.

Papers to be delivered to the Directors.

Stock of the said Corporation ; and that thirty days' public notice shall be given by the said Commissioners of the time and place of opening such books in a public newspaper printed and published in the District of Niagara ; and that the said books shall remain open for at least three days at the several places where the same may be opened under the direction of one or more of the said Commissioners ; and such sum as they may think expedient, not exceeding five per cent. shall be paid on each share subscribed at the time of subscribing.

VI. And be it enacted, That the said Commissioners ; shall assemble at the Falls of Niagara on the first Monday of July next, or as soon thereafter as the whole Capital Stock of the said Corporation shall be taken up, and shall proceed to distribute the said stock amongst the subscribers thereto, and in case there shall be subscriptions to more than the amount of such stock within the term specified for keeping open the said books, it shall then be the duty of the said Commissioners to apportion the same among the subscribers in such manner as a majority of them shall deem most advisable ; and as soon as the stock shall be distributed, the said Commissioners shall give notice of a meeting of the Shareholders at such time and place as a majority of the Commissioners shall appoint to choose seven Directors; the notice last mentioned shall be published for the same time and in the same manner as the notice hereinbefore mentioned, and such election shall be made at the time and place so to be appointed by such of the Shareholders as shall attend for that purpose either in person or by lawful proxy ; and the said Commissioners shall deliver over the subscription money and books to the said Directors, and the time and place of holding the first meeting of Directors shall be fixed by the Commissioners ; and the said Directors shall have power to cause such examinations and sur-

veys of the way to and locations for the said bridge as may be necessary to the selection of the most advantageous site for the same, and shall have full power to enter upon, take, and occupy any lands necessary for the construction of the said bridge or the rail or other roads leading to or from the same, first paying or tendering the value thereof, which value shall be determined by two persons selected, one by the claimant and the other by the said company, and in case they do not agree, a third person shall be appointed by the Governor or other Persons administering the Government, whose decision shall be final; and the said Directors shall select, and by certificates designate the ways to and site of the said bridge, copies of which certificates shall be filed in the office of the Registrar of the County of Lincoln, and such ways and site shall be deemed the way to and site for the said bridge, and on which the said Corporation may make and construct the said ways and bridge as hereinbefore mentioned.

VII. And be it enacted, That the fines and forfeitures authorized to be imposed by any Justice of the Peace by this act, shall and may be levied and collected by distress and sale of the offender's goods and chattels, under the authority of any warrant to be for that purpose issued by any such Justice, who is hereby authorized and empowered to grant the same.

VIII. And be it enacted, That if any person shall wilfully do or cause to be done any act or acts whatever whereby the said bridge or any thing appertaining thereto shall be impaired or injured, the persons so offending shall forfeit and pay to the said corporation treble the damages sustained by means of such offence or injury, to be recovered in the name of the corporation, with costs of suit by action, and shall be, moreover, guilty of a misdemeanor and

Survey of site
for bridge,
and road to it,
and power to
the Company
to take the
land requisite.

Compensation
to parties how
to be settled.

Directors to
file certain
certificates of
the site chosen
&c.

Fines and
forfeitures
how levied.

Penalty on
persons wilful-
ly injuring
bridge or the
works con-
nected with it.

Proviso:
Jurisdiction
of Magis-
trates under
4 & 5 Vict:
cap 26, not
to be affected
by this Act.

be punishable by fine or imprisonment, or both, by any Court having cognizance of such offence : Provided that nothing in this Act contained shall be construed to extend to take away the jurisdiction given to Justices of the Peace by an Act passed in the fourth and fifth years of the Reign of Her present Majesty, intituled, *An Act for consolidating and amending the Laws in this Province relative to malicious injuries to property.*

**What tolls
may be taken.**

IX. And be it enacted, That whenever the said bridge shall be completed and its safety fully tested, and the fact certified by a majority of the Directors, the said Corporation may erect a gate or gates and determine and establish the rates of tolls to be demanded for the of the said bridge.

**Penalty on
persons for-
cibly passing
the bridge.
£20.**

**How recov-
ered.**

X. And be it enacted, That if any person or persons shall forcibly pass any gate without having paid the legal toll, such person or persons shall forfeit and pay to the said Corporation a sum of not less than two pounds and not exceeding twenty pounds, to be recovered before any Justice of the Peace of the Niagara District in the same manner as any other fines are recoverable before Justices of the Peace.

**Corporation
authorized
to make
By laws.**

**Penalties
limited.**

XI. And be it enacted, That the said Corporation shall have power to make such Rules and pass such By-laws as they may think reasonable and proper, with suitable penalties (not exceeding in any case twenty pounds) touching the speed in passing over the sad bridge and the weight to be admitted thereon at any one time ; which Rules, as well as the rates of toll, shall be plainly painted on a board or cloth and put up on or near each gate in a conspicuous place ; and such penalties, if incurred, shall be recoverable in like manner as the penalties hereby imposed.

XII. And be it enacted, That if any toll-gatherer shall unreasonably and without cause, delay or hinder any passenger or the passage of any property agreeably to the rule prescribed in such case, or shall demand or receive more than the legal toll, he shall for every such offence forfeit the sum of one pound five shillings currency, to be recovered with costs for the use of the person so delayed, hindered or defrauded; and any one Justice of the Peace for the Niagara District may, on conviction of such offender, fine such person in the said penalty, and levy such fine in the manner aforesaid.

XIII. And be it enacted, That the Directors for the time being, or a majority of them, shall have power to make and subscribe such Rules and By-laws as to them shall appear needful and proper touching the management and disposition of the stock, property, estate and effects of the said Corporation, and touching the duties of its officers, clerks and servants, their appointments and salaries, and all such other matters and things as shall appertain to the business of the said Corporation.

XIV. And be it enacted, That if the said bridge shall not be constructed and used within ten years from the passing of this Act, then the said Corporation and the privileges hereby conferred upon it shall from thenceforth cease and determine.

XV. And be it enacted, That if any action or suit shall be brought against any person or persons for any matter or thing done in pursuance of this Act, such action or suit shall be brought within six calendar months next afterwards; and the defendant or defendants in such action or suit may plead the general issue only, and give this Act and the special matter in evidence on the trial.

Penalty on toll-gatherer for misconduct in certain cases.

Power of Directors to manage the property of the Company.

Bridge to be constructed within ten years.

Limitation of Actions

Public Act.

XVI. And be it enacted, That this Act shall be deemed and taken to be a public Act, and as such shall be judicially noticed by all Judges, Justices of the Peace and other persons without being specially pleaded.

Legislature
may at any
time alter the
provisions of
this Act.

XVII. And be it enacted, That notwithstanding the privileges hereby conferred, the Legislature may at any time hereafter make such addition to this Act, or such alterations of any of its provisions as they may think proper for affording just protection to the public, or to any person or persons, body politic and corporate, in respect to their estate, property or rights, or any interest therein, or any advantage, privilege or convenience connected therewith, or in respect to any way or right, public or private, that may be affected by any of the powers given by this Act.

ANNO DECIMO

VICTORIAE REGINÆ.

*CAP. XXXVII.

An Act to increase the Capital Stock of the Niagara Falls Suspension Bridge Company.

Assented to 18th December, 1854.

WHEREAS, the Niagara Falls Suspension Bridge Company have applied for an increase of the Capital Stock of that Company, and it is expedient to grant the same ; Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and of the Legislative Assembly of the Province of Canada, constituted and assembled by virtue of and under the authority of an Act passed in the Parliament of the United Kingdom of Great Britain and Ireland, and intituled, *An Act to re-unite the Provinces of Upper and Lower Canada, and for the Government of Canada*, and it is hereby enacted by the authority of the same, as follows :

I. It shall and may be lawful for the said Niagara Falls Suspension Bridge Company to increase their Capital Stock by an amount not exceeding Twenty-five Thousand Pounds, of lawful money of this Province, by creating an additional number of Shares, not exceeding One Thousand, of Twenty-five Pounds each, which Shares may be subscribed for either in or out of this Province, in such proportions or numbers and at such times and places, and under such regulations and conditions as the majority of the Directors of the said Company shall from time to time establish, and the Shares subscribed for shall be paid in by such instalments

Company
may increase
their Stock
by £25,000,
and in what
manner.

Proviso.

and at such times as the Directors may appoint : Provided that no Share shall be held to be legally subscribed for unless ten per centum thereof be paid at the time of subscribing.

New Shares
to be sub-
ject to Act
of Incor-
poration.

II. The Directors shall have the same power to forfeit the Shares to be subscribed for under this Act, and the holder or holders of such new Shares shall have the same right to vote thereon, as are given in and by the original Act of Incorporation of the said Company, with regard to the Shares therein mentioned.

[Proviso to
sect. 3, of
16 V. c. 110,
repealed.

III. The proviso at the end of the third Section of the Act of the now last Session, intituled, *An Act to increase the Capital Stock of the Niagara Falls Suspension Bridge Company*, which limits the said Capital Stock to Fifty Thousand Pounds, shall be and is hereby repealed.

[Public Act.

IV. This Act shall be deemed a Public Act.

ARTICLES OF UNION AND ASSOCIATION

BETWEEN THE

Niagara Falls International and Suspension Bridge
COMPANIES.

THIS INDENTURE made this ninth day of November, in the year one thousand eight hundred and forty-seven, between the NIAGARA FALLS SUSPENSION BRIDGE COMPANY, of the one part, and the NIAGARA FALLS INTERNATIONAL BRIDGE COMPANY, of the other part:

WITNESSETH, that, whereas the two companies were incorporated for the express purpose (as appears by their respective charters,) of constructing a Suspension or other Bridge over the Niagara River near the Falls, for the convenience, use and benefit of the citizens, subjects and residents, as well of the State of New York and other States of the American Union, as of Great Britain, her dependencies and Canada.

AND WHEREAS, for the purpose of carrying into effect the intention of the Legislature of New York and the Provincial Parliament of Canada in authorising and empowering the respective companies to construct the said Bridge, it has become necessary for the said parties in this indenture mentioned, to agree upon some uniform plan and system of construction, and upon some general principles, rules and regulations for the constructing of and maintaining and conducting the operations and business of said Bridge when constructed.

NOW THEREFORE, it is mutually covenanted and agreed by and between the parties of the first and second part, as follows, that is to say—

1st.—That the stock, property and funds of each of the said companies shall be applied exclusively to the constructing, maintaining and managing the said Bridge, its appurtenances and approaches, and that no part of the joint or separate funds of the said companies shall be applied to any other use or purpose whatsoever.

2d.—That no contract with any persons, individual or individuals for the constructing or maintaining the said Bridge or its incidents shall be entered into, without the same shall have been approved by the two companies or their agents, each being liable only for a moiety or half part of all sums of money to be paid for or on account of contracts entered into by the consent of both, and each shall only be liable for its own moiety of performance of such contracts, and all contracts to be made shall be made accordingly.

3d.—Each company shall be bound and responsible for and shall furnish one-half of the sum required for the constructing, maintaining and managing said Bridge and its appurtenances, at such times as the same shall be required ; and each shall assess and make calls, and place in the hands of their treasurer simultaneously with the other its respective share. And each shall have in the hands of their treasurer, five thousand dollars ready to be paid over on or before the fifteenth day of May next, and shall assess and make further calls equally as the same shall be wanted to carry on the operations of building and completing the structure.

4th.—If either company shall make default in payment of the money which shall from time to time be required to commence, carry on and complete the said Bridge or repair the same, it shall be at the election of the other to prosecute and recover damages for such default, or to go on and furnish the same and complete and take possession of the structure, and hold the same with all the emoluments, benefits and advantage thereof until they shall net from its avails the money so advanced, and also ten per cent. per annum and at and after that rate for a longer or shorter time from the date of such advance until the same shall be refunded, which said ten per cent. shall be taken and held by the company so advancing as stipulated damages against such said defaulting company.

5th. All profits and losses shall be divided between or borne equally by the respective Companies. And statements of profits and losses and all expenditures and outlays shall be entered by the respective Treasurers and exhibited to the joint Board by them as often as required. And it is hereby mutually agreed that all expenses of every kind charged on such Bridge and appurtenances shall be equal-

ly borne by both; and all profits, gains and advantages shall be shared by each equally with the other. And the said bridge and its appurtenances, approaches and appendages shall be the joint property of the two Companies, so that they may be equal in all things. And all Superintendents, Collectors of Tolls, and all Tariffs of Tolls shall be appointed by the joint acts of the two Boards, and established and altered by them, and so of all regulations for managing and controlling the said Bridge and its appendages.

6th. It shall require a majority of the members of each Board to form a quorum of the joint Board, and no measure shall be deemed to be passed or carried unless it shall receive a vote of a majority of the members of each board present, and no business shall be transacted by either Company separate from the other in any measure affecting the joint interests.

7th. If any difference of opinion should arise between the Companies touching the rate of freight, passages, management, or any other matter or thing relating to said Bridge or joint property, the same shall be submitted to arbitration in manner following: One disinterested arbitrator shall be selected by each Board of Directors, to whom the matter in controversy shall be submitted. And in case the arbitrator thus selected cannot agree, they shall select a third arbitrator, and their decision in writing, or a majority of them, shall be binding and conclusive on the Companies in the premises submitted.

8th. By-laws shall be passed by the joint boards for the government of the Companies and fixing the mode and manner, time, &c., of holding joint meetings.

Sealed and delivered the day and year above written.

LOT CLARK,

Pres't Niagara Falls International Bridge Co.

WM. HAMILTON MERRITT,

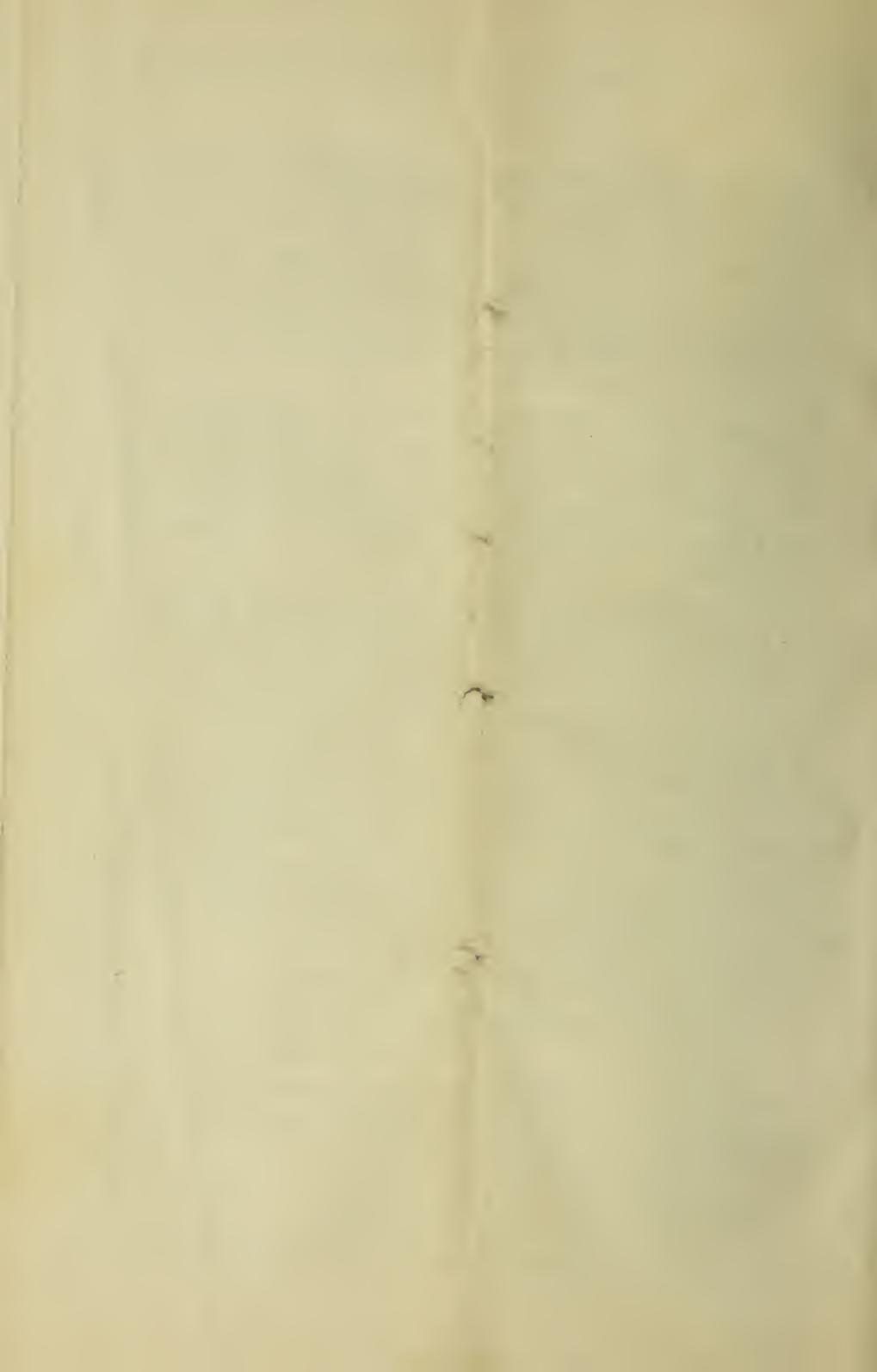
Pres't Niagara Falls Suspension Bridge Co.

CHARLES EVANS,

Secretary Pro Tem.

W.M. O. BUCHANAN,

Secretary Niagara Falls Suspension Bridge Co.



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